

IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

IN RE:

STAR CHAIN, INC., SC RESTAURANT
MANAGEMENT, LLC, OMER
CASURLUK, US STAR 1, LLC, US STAR
3, LLC, US STAR 5, LLC, US STAR 6,
LLC, US STAR 8, LLC, US STAR 9, LLC,
US STAR 10, LLC, US STAR 11, LLC, US
STAR 12, LLC, US STAR 16, LLC, US
STAR 17, LLC, US STAR 18, LLC, US
STAR 19, LLC, US STAR 20, LLC, US
STAR 21, LLC, US STAR 26, LLC, US
STAR 27, LLC, US STAR 30, LLC, US
STAR 31, LLC, US STAR 32, LLC, US
STAR 33, LLC, US STAR 36, LLC, US
STAR 39, LLC, US STAR 41, LLC,

Debtors.

US STAR 1, LLC, US STAR 6, LLC, US
STAR 26, LLC, US STAR 30, LLC, US
STAR 39, LLC, AND US STAR 41, LLC,

Movants,

vs

CIT BANK, NA, BYLINE BANK, AND
DALLAS GROWTH CAPITAL AND
FUNDING, LLC d/b/a SPROUT
FUNDING,

Respondents.

CHAPTER 11

CASE NO. 19-65768

[Proposed Joint Administration]

Contested Matter

**EMERGENCY MOTION FOR ENTRY OF AN INTERIM ORDER AUTHORIZING
USE OF CASH COLLATERAL**

COME NOW US Star 1, LLC; US Star 6, LLC; US Star 26, LLC; US Star 30, LLC; US
Star 39, LLC; and US Star 41, LLC (collectively, the "Debtors"), pursuant to Title 11 of the United

States Code (the “Bankruptcy Code”), Chapter 11 of the Bankruptcy Code, 11 U.S.C. § 363, and Rule 4001 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and file this Emergency Motion for Entry of an Interim Order Authorizing Use of Cash Collateral (the “Motion”). In support of the Motion, the Debtors show the Court as follows:

Jurisdiction and Venue

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. §157(b). Venue of this proceeding is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
2. The relief requested in this Motion is based on Sections §§ 105, 361, 363, and 364 of the Bankruptcy Code and Bankruptcy Rule 4001(b).

Background

3. On October 2, 2019 (the “Petition Date”), the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code and have continued in possession of their property and management of their businesses as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code. As of the date of this filing, no official committee of unsecured creditors has been appointed and no request for the appointment of a trustee or examiner has been made. Each of the Debtors has filed both a Notice of Designation as Complex Chapter 11 Case and an Emergency Motion for Joint Administration of Related Cases.

US Star 1, LLC

4. Debtor US Star 1, LLC is a Georgia-based company that operates restaurants with franchisor Checkers.

5. Upon information and belief, CIT Bank, N.A. (“CIT Bank”) asserts a first priority security interest in all deposit accounts, accounts receivable, inventory, and equipment of US Star 1, LLC.

6. In order to effectively reorganize, Debtor US Star 1, LLC must have access to cash to pay the operating expenses of the Business. If US Star 1, LLC does not have the authority to use its available cash to pay operating expenses of its business, including insurance, wages, and property taxes, the Business will be irrevocably harmed.

US Star 39, LLC

7. Debtor US Star 39, LLC is a Georgia-based company that operates restaurants with franchisor Newk's.

8. Upon information and belief, Byline Bank asserts a first priority security interest in all deposit accounts, accounts receivable, inventory, and equipment of US Star 39, LLC.

9. In order to effectively reorganize, Debtor US Star 39, LLC must have access to cash to pay the operating expenses of its business. If US Star 39, LLC does not have the authority to use its available cash to pay operating expenses of its business, including insurance, wages, and property taxes, its business will be irrevocably harmed.

US Star 6, LLC, US Star 26, LLC, US Star 30, LLC & US Star 41, LLC

10. Debtors US Star 6, LLC, US Star 26, LLC, US Star 30, LLC, and US Star 41, LLC (collectively, the “Sprout Funding Debtors”) are Georgia-based companies that operate restaurants with franchisors Checkers and Captain D's.

11. Upon information and belief, Dallas Growth Capital and Funding, LLC d/b/a/ Sprout Funding (“Sprout Funding”) asserts a first priority security interest in all deposit accounts, accounts receivable, inventory, and equipment of the Sprout Funding Debtors.

12. In order to effectively reorganize, the Sprout Funding Debtors must have access to cash to pay the operating expenses of their businesses. If the Sprout Funding Debtors do not have the authority to use their available cash to pay operating expenses of their businesses, including insurance, wages, and property taxes, their businesses will be irrevocably harmed.

Relief Requested

13. The Debtors, after conducting an interim hearing on the Motion, seek the entry of an order, pursuant to Sections 105, 361, and 363 of the Bankruptcy Code and Bankruptcy Rule 4001(b) that (a) authorizes the Debtors to use cash collateral pursuant to the proposed budget attached to this Motion as Exhibit A (the “Budget”); and (b) schedules a final hearing on the Motion. In accordance with Bankruptcy Rule 4001, the following are the Debtors’ proposed terms for the use of cash collateral:

(a) Purpose. Cash collateral will be used to pay operating expenses of their businesses, including, but not limited to, insurance, wages, and property taxes.

(b) Use of Cash Collateral. Cash collateral will be used only pursuant to the terms of the Budget, subject to a 10% variance, during the period following entry of the Interim Order until the earlier of: (i) 45 days following entry of the Interim Order; (ii) conversion of the case to Chapter 7 or dismissal of the case; or (iii) the Debtors’ violation of the terms of the Interim Order, including failure to comply with the Budget.

(c) Adequate Protection. As adequate protection for the cash collateral expended pursuant to the Interim Order: (a) CIT Bank shall be given a replacement lien on all tangible and intangible personal property, including, but not limited to, goods, fixtures, chattel paper, documents, equipment, instruments, and inventory, wherever located, belonging to US Star 1, LLC, to the extent and validity of those liens that existed pre-petition; (b) Byline Bank shall be

given a replacement lien on all tangible and intangible personal property, including, but not limited to, goods, fixtures, chattel paper, documents, equipment, instruments, and inventory, wherever located, belonging to US Star 39, LLC, to the extent and validity of those liens that existed pre-petition; and (c) Sprout Funding shall be given a replacement lien on all tangible and intangible personal property, including but not limited to, goods, fixtures, chattel paper, documents, equipment, instruments and inventory wherever located belonging to the Sprout Funding Debtors, to the extent and validity of those liens that existed pre-petition. Cash collateral will only be used for items set forth in a Budget to be approved by the Court, subject to a 10% variance.

Basis for Relief Requested

14. The Debtors' use of the cash collateral is essential to the continuing operation of the Business and for an effective reorganization. If Debtors do not have the authority to use their available cash to pay operating expenses of their businesses, the going concern value of their businesses will be significantly harmed, and the estate and the creditors will be negatively affected. The Debtors do not propose to use cash collateral to pay any creditors any amounts due and owing pre-petition.

15. Section 363(c)(2) of the Bankruptcy Code provides that a debtor may not use, sell or lease cash collateral unless each entity with an interest in such cash collateral consents or the Court authorizes such use, sale, or lease. Section 363(e) provides that the Court shall condition such use of cash collateral as is necessary to provide adequate protection of such interests. Section 363(p) provides that at a hearing on the use of cash collateral, the entity asserting an interest in the cash collateral has the burden of proof on the issue of the validity, priority, or extent of such interest, and the debtor-in-possession has the burden of proof on the issue of adequate protection.

16. The Debtors request authority to use cash collateral for the purposes and amounts set forth in the proposed Budget. In accordance with Section 363(e), the proposed Interim Order provides that adequate protection will be provided to the lender with first priority to the extent of any diminution in value of its pre-petition collateral through replacement liens.

Request for Immediate and Emergency Interim Relief

17. Pending the Final Hearing, the Debtors require immediate use of cash collateral to meet their obligations. It is essential that the Debtors maintain consistent operations and resume paying for ordinary, post-petition operating expenses to minimize any damage caused by the filing. Without immediate use of cash collateral, the Debtors will be unable to pay ongoing operating expenses. Accordingly, if interim relief is not granted, the Debtors' assets will be immediately and irreparably jeopardized to the detriment of the Debtors, the estate, creditors, and other parties in interest.

18. The Debtors request the Court to schedule an Interim Hearing as soon as practicable to consider the Debtors' request for use of cash collateral. Bankruptcy Rule 4001(b) permits a court to approve a debtor's request for use of cash collateral during the 15-day period following the filing of a motion for use of cash collateral in such amounts as is necessary to avoid irreparable harm to the estate pending a final hearing. In considering requests for interim relief courts apply the same business judgment standard applicable to other business decisions.

19. For the reasons explained above, the Debtors believe that granting the relief requested is appropriate and in the best interest of the estate.

Notice

20. Notice of this Motion has been provided to the Office of the United States Trustee, CIT Bank, N.A., Byline Bank, Dallas Growth Capital and Funding, LLC d/b/a Sprout Funding,

and any other creditors who may have an interest in the Cash Collateral. In light of the interim nature of the relief requested, the Debtors submit that such notice is adequate under the circumstances.

Recitations Pursuant to General Order No. 26-2019 ¶ (G)(1)

21. Neither the proposed form of order on this Motion nor the underlying loan agreement contain any of the following provisions:

- I. Provisions that grant cross-collateralization protection (other than replacement liens or other adequate protection) to the prepetition secured creditors (i.e., clauses that secure prepetition debt by postpetition assets in which the secured creditor would not otherwise have a security interest by virtue of its prepetition security agreement or applicable law);
- II. Provisions or findings of fact that bind the estate or other parties in interest with respect to the validity, perfection or amount of the secured creditor's prepetition lien or the waiver of claims against the secured creditor without first giving parties in interest at least seventy-five (75) days from the entry of the order and the creditors' committee, if formed, at least sixty (60) days from the date of its formation to investigate such matters;
- III. Provisions that seek to waive, without notice, whatever rights the estate may have under 11 U.S.C. § 506(c);
- IV. Provisions that grant to the prepetition secured creditor liens on the Debtor's claims and causes of action arising under 11 U.S.C. §§ 544, 545, 547, 548 and 549;
- V. Provision that deem prepetition secured debt to be postpetition debt or that use postpetition loans from a prepetition secured creditor to pay part or all of that secured creditor's prepetition debt, other than as provided in 11 U.S.C. § 552(b);
- VI. Provisions that provide disparate treatment for the professionals retained by a creditors' committee from those professional retained by the Debtor with respect to a professional fee carve-out;
- VII. Provisions that prime any secured lien without the consent of that lienor; nor

VIII. Provisions that seek to affect the Court's power to consider the equities of the case under 11 U.S.C. § 552(b)(1).

WHEREFORE, the Debtors request that this Court enter an order granting interim use of cash collateral consistent with this Motion and grant the Debtors such other and further relief as is just and proper.

Dated: October 2, 2019.

/s/ Will B. Geer

Will B. Geer
Georgia State Bar No. 940493
WIGGAM & GEER, LLC
50 Hurt Plaza, SE, Suite 1150
Atlanta, Georgia 30303
T: (404) 233-9800
F: (404) 287-2767
wgeer@wiggamgeer.com

and

/s/ William A. Rountree

William A. Rountree
Georgia State Bar No. 616503
ROUNTREE LEITMAN & KLEIN, LLC
Century Plaza I
2987 Clairmont Road, Ste. 175
Atlanta, Georgia 30329
(404) 584-1238 (telephone)
(404) 704-0246 (facsimile)
wrountree@rlklawfirm.com

Ex. A
BUDGET

	US STAR 1	US STAR 1	US STAR 1
	Checker's 3378	Checker's 3054	Checker's 3225
Revenue			
Sales - Food	79,909.37	72,708.38	37,992.55
Sales - Food Other	0.00	0.00	0.00
Sales - Non-Alcoholic Beverages	0.00	0.00	8,291.07
Sales - Catering	0.00	0.00	0.00
Sales - Other	0.00	0.00	0.00
Sales - Retail	0.00	0.00	0.00
Beverage Rebate Program	330.00	488.00	233.00
Total Revenue	80,239.37	73,196.38	46,516.62
Discounts			
Discounts & Voids	2,007.49	1,319.38	748.97
Total Discounts	2,007.49	1,319.38	748.97
Total Net Sales	78,231.88	71,877.00	45,767.65
Cost of Sales			
COGS - Bakery	(3,694.15)	(3,158.14)	(3,385.19)
COGS - Dairy	0.00	0.00	0.00
COGS - Food Other	22,891.67	22,780.47	15,088.82
COGS - Dessert	0.00	0.00	0.00
COGS - Grocery	(17.63)	0.00	0.00
COGS - Soup	0.00	0.00	0.00
COGS - Meat	0.00	0.00	0.00
COGS - Poultry	0.00	0.00	0.00
COGS - Produce	0.00	0.00	0.00
COGS - Seafood	0.00	0.00	0.00
COGS - Condiments	0.00	0.00	0.00
COGS - Non-Alcoholic Beverages	2,469.89	3,071.57	2,233.08
Total Cost of Sales	21,649.78	22,693.90	13,936.71
Total Gross Profit	56,582.10	49,183.10	31,830.94
Packaging			
COGS - Paper and Plastic	1,613.14	1,700.08	1,180.29
COGS - Catering Packaging	0.00	0.00	0.00
Total Packaging	1,613.14	1,700.08	1,180.29
Total Gross Profit after COGS and Packaging	54,968.96	47,483.02	30,650.65

Ex. A
BUDGET

	US STAR 1	US STAR 1	US STAR 1
	Checker's 3378	Checker's 3054	Checker's 3225
Labor and Benefits			
Payroll - Hourly	12,168.95	11,875.63	9,414.25
Payroll - Overtime	1,444.19	359.88	98.89
Payroll - Training	0.00	0.00	0.00
Total Associate Payroll	13,613.14	12,235.51	9,513.14
Payroll - Manager	6,345.84	7,423.07	2,923.08
Payroll - Manager Bonus	0.00	0.00	0.00
Total Management Payroll	6,345.84	7,423.07	2,923.08
Payroll Taxes - Federal & FICA	2,251.58	1,476.87	1,091.92
Payroll Taxes - FUTA	91.86	54.98	53.63
Payroll Taxes - STUI	1,115.45	527.56	273.63
Payroll Taxes - Other	1,234.67	1,234.67	1,234.67
Insurance - Health	312.68	774.38	386.47
Insurance - Health Other	10.11	17.44	51.61
Insurance - Workers Comp	419.62	283.79	227.53
Employee Benefits - 401K	87.00	207.68	0.00
Total Payroll Taxes and Benefits	5,522.97	4,577.37	3,319.46
Total Gross Profit after Prime Costs	29,487.01	23,247.07	14,894.97
Other Controllable Expenses			
Payroll Services	351.41	351.42	462.52
Licenses & Permits	0.00	0.00	0.00
Uniforms	821.60	0.00	0.00
Employee Recognition	185.12	557.87	0.00
Restaurant Marketing	0.00	0.00	18.34
Postage & Delivery	0.00	0.00	0.00
Printing	0.00	0.00	0.00
Repairs & Maintenance - Restaurant	1,000.00	600.00	1,210.00
Cleaning Supplies	50.00	50.00	50.00
Office Supplies	150.00	150.00	150.00
Restaurant Supplies	650.00	650.00	650.00
Trash	500.00	500.00	500.00
Landscaping	180.00	180.00	180.00
Laundry	0.00	0.00	0.00
Exterminator	0.00	0.00	0.00
Utilities - Electric	1,900.00	1,900.00	1,900.00
Utilities - Gas	200.00	200.00	200.00

Ex. A
BUDGET

	US STAR 1	US STAR 1	US STAR 1
	Checker's 3378	Checker's 3054	Checker's 3225
Utilities - Water/Sewer	250.00	250.00	250.00
Utilities - Computer & Internet	150.00	150.00	150.00
Utilities - Telephone	50.00	50.00	50.00
Security	0.00	0.00	26.50
Music Expense	0.00	0.00	0.00
Recruiting Expenses	0.00	0.00	0.00
Professional Fees	0.00	37.00	0.00
Meals	0.00	0.00	0.00
Travel - Meals and Entertainment	0.00	0.00	0.00
Travel - Parking	0.00	0.00	0.00
Travel - Vehicle	0.00	0.00	0.00
Hardware Maintenance	0.00	0.00	79.60
Software Maintenance	0.00	0.00	350.00
Donation Expense	0.00	0.00	0.00
Vendor Late Fees	35.00	0.00	5.00
Miscellaneous Expense	0.00	0.00	0.00
Commissions Expense	0.00	0.00	0.00
Catering Expense	0.00	0.00	0.00
Cash Over/Short	0.00	0.00	0.00
Total Other Controllable Expenses	5,473.13	5,626.29	6,231.96
Total Operating Profit	23,013.88	17,620.78	8,663.01
Occupancy Expenses			
Rent	8,457.01	7,904.00	5,197.00
Common Area Expenses	0.00	0.00	0.00
Insurance - Building	0.00	0.00	488.88
Property Taxes	0.00	837.23	459.00
Storage Rent	0.00	0.00	0.00
Total Occupancy Expenses	8,457.01	8,741.23	6,144.88
Non Controllable Expenses			
Bank Charges	0.00	0.00	0.00
Credit Card Charges	1,483.41	1,483.41	910.97
Equipment Lease	150.12	162.00	898.62
Royalty Fee	3,116.07	2,855.56	1,752.39
Marketing Fund Expenses	2,710.32	2,798.63	2,252.43
Management Fee Expense	3,596.08	3,335.56	2,301.39
Rental Income	0.00	0.00	0.00
Total Non Controllable Expenses	11,054.19	10,635.16	8,115.80
EBITDA	3,502.68	(1,755.61)	(5,597.67)
NET INCOME/(LOSS)	3,502.68	(1,755.61)	(5,597.67)

Ex. A
BUDGET

	US STAR 26	US STAR 30
	Checker's 3057	Checker's 3213
Revenue		
Sales - Food	55,100.18	44,878.97
Sales - Food Other	0.00	0.00
Sales - Non-Alcoholic Beverages	10,959.09	12,335.77
Sales - Catering	0.00	0.00
Sales - Other	0.00	0.00
Sales - Retail	0.00	0.00
Beverage Rebate Program	371.00	154.00
Total Revenue	66,430.27	57,368.74
Discounts		
Discounts & Voids	1,051.11	1,022.62
Total Discounts	1,051.11	1,022.62
Total Net Sales	65,379.16	56,346.12
Cost of Sales		
COGS - Bakery	(3,186.51)	(2,578.78)
COGS - Dairy	0.00	0.00
COGS - Food Other	20,837.40	17,255.78
COGS - Dessert	0.00	0.00
COGS - Grocery	0.00	0.00
COGS - Soup	0.00	0.00
COGS - Meat	0.00	0.00
COGS - Poultry	0.00	0.00
COGS - Produce	0.00	0.00
COGS - Seafood	0.00	0.00
COGS - Condiments	0.00	0.00
COGS - Non-Alcoholic Beverages	2,246.84	1,910.18
Total Cost of Sales	19,897.73	16,587.18
Total Gross Profit	45,481.43	39,758.94
Packaging		
COGS - Paper and Plastic	1,383.97	1,215.77
COGS - Catering Packaging	0.00	0.00
Total Packaging	1,383.97	1,215.77
Total Gross Profit after COGS and Packaging	44,097.46	38,543.17

Ex. A
BUDGET

	US STAR 26	US STAR 30
	Checker's 3057	Checker's 3213
Labor and Benefits		
Payroll - Hourly	14,045.73	13,531.41
Payroll - Overtime	1,322.76	851.09
Payroll - Training	0.00	0.00
Total Associate Payroll	15,368.49	14,382.50
Payroll - Manager	3,076.92	3,076.92
Payroll - Manager Bonus	0.00	0.00
Total Management Payroll	3,076.92	3,076.92
Payroll Taxes - Federal & FICA	1,411.06	1,188.57
Payroll Taxes - FUTA	45.94	39.49
Payroll Taxes - STUI	242.97	196.59
Payroll Taxes - Other	0.00	0.00
Insurance - Health	0.00	675.55
Insurance - Health Other	0.00	93.60
Insurance - Workers Comp	267.54	233.90
Employee Benefits - 401K	0.00	0.00
Total Payroll Taxes and Benefits	1,967.51	2,427.70
Total Gross Profit after Prime Costs	23,684.54	18,656.05
Other Controllable Expenses		
Payroll Services	485.74	488.79
Licenses & Permits	400.00	0.00
Uniforms	0.00	0.00
Employee Recognition	0.00	0.00
Restaurant Marketing	11.64	0.00
Postage & Delivery	0.00	0.00
Printing	0.00	0.00
Repairs & Maintenance - Restaurant	185.00	915.00
Cleaning Supplies	50.00	50.00
Office Supplies	150.00	150.00
Restaurant Supplies	650.00	650.00
Trash	500.00	500.00
Landscaping	180.00	180.00
Laundry	0.00	0.00
Exterminator	0.00	0.00
Utilities - Electric	1,900.00	1,900.00
Utilities - Gas	200.00	200.00

Ex. A
BUDGET

	US STAR 26	US STAR 30
	Checker's 3057	Checker's 3213
Utilities - Water/Sewer	250.00	250.00
Utilities - Computer & Internet	150.00	150.00
Utilities - Telephone	50.00	50.00
Security	0.00	26.50
Music Expense	0.00	0.00
Recruiting Expenses	0.00	0.00
Professional Fees	0.00	0.00
Meals	0.00	0.00
Travel - Meals and Entertainment	0.00	0.00
Travel - Parking	0.00	0.00
Travel - Vehicle	0.00	0.00
Hardware Maintenance	79.60	2,226.13
Software Maintenance	0.00	0.00
Donation Expense	0.00	0.00
Vendor Late Fees	0.00	5.00
Miscellaneous Expense	0.00	0.00
Commissions Expense	0.00	0.00
Catering Expense	0.00	0.00
Cash Over/Short	0.00	0.00
Total Other Controllable Expenses	5,241.98	7,741.42
Total Operating Profit	18,442.56	10,914.53
Occupancy Expenses		
Rent	5,400.00	4,000.00
Common Area Expenses	0.00	0.00
Insurance - Building	486.46	1,721.29
Property Taxes	0.00	0.00
Storage Rent	0.00	0.00
Total Occupancy Expenses	5,886.46	5,721.29
Non Controllable Expenses		
Bank Charges	0.00	256.80
Credit Card Charges	1,584.60	1,056.43
Equipment Lease	890.22	764.87
Royalty Fee	2,583.83	2,247.69
Marketing Fund Expenses	2,539.15	2,277.75
Management Fee Expense	3,026.44	2,727.68
Rental Income	0.00	0.00
Total Non Controllable Expenses	10,624.24	9,331.22
EBITDA	1,931.86	(4,137.88)
NET INCOME/(LOSS)	1,931.86	(4,137.88)

Ex. A
BUDGET

	US STAR 6	US STAR 6	US STAR 6
	Captain D's 365010	Captain D's 365011	Captain D's 365014
Revenue			
Sales - Food	63,724.80	56,288.69	53,944.11
Sales - Food Other	0.00	0.00	0.00
Sales - Non-Alcoholic Beverages	4,653.94	4,505.69	5,278.55
Sales - Catering	0.00	0.00	0.00
Sales - Other	0.00	0.00	0.00
Sales - Retail	0.00	0.00	0.00
Beverage Rebate Program	0.00	0.00	0.00
Total Revenue	68,378.74	60,794.38	59,222.66
Discounts			
Discounts & Voids	1,910.31	1,082.04	2,161.56
Total Discounts	1,910.31	1,082.04	2,161.56
Total Net Sales	66,468.43	59,712.34	57,061.10
Cost of Sales			
COGS - Bakery	0.00	0.00	0.00
COGS - Dairy	0.00	0.00	0.00
COGS - Food Other	20,052.87	18,461.51	16,305.66
COGS - Dessert	0.00	0.00	0.00
COGS - Grocery	0.00	0.00	40.32
COGS - Soup	0.00	0.00	0.00
COGS - Meat	0.00	0.00	0.00
COGS - Poultry	0.00	0.00	0.00
COGS - Produce	0.00	0.00	0.00
COGS - Seafood	0.00	0.00	0.00
COGS - Condiments	0.00	0.00	0.00
COGS - Non-Alcoholic Beverages	693.69	1,111.43	1,857.88
Total Cost of Sales	20,746.56	19,572.94	18,203.86
Total Gross Profit	45,721.87	40,139.40	38,857.24
Packaging			
COGS - Paper and Plastic	1,736.79	1,326.52	1,391.83
COGS - Catering Packaging	0.00	0.00	0.00
Total Packaging	1,736.79	1,326.52	1,391.83
Total Gross Profit after COGS and Packaging	43,985.08	38,812.88	37,465.41

Ex. A
BUDGET

	US STAR 6	US STAR 6	US STAR 6
	Captain D's 365010	Captain D's 365011	Captain D's 365014
Labor and Benefits			
Payroll - Hourly	10,926.87	8,461.00	12,047.00
Payroll - Overtime	42.07	287.77	92.10
Payroll - Training	0.00	0.00	0.00
Total Associate Payroll	10,968.94	8,748.77	12,139.10
Payroll - Manager	5,763.40	6,177.36	2,923.08
Payroll - Manager Bonus	0.00	3,375.00	0.00
Total Management Payroll	5,763.40	9,552.36	2,923.08
Payroll Taxes - Federal & FICA	1,251.93	1,562.97	1,366.31
Payroll Taxes - FUTA	49.96	75.46	63.59
Payroll Taxes - STUI	79.13	102.98	105.39
Payroll Taxes - Other	0.00	0.00	0.00
Insurance - Health	713.26	1,307.84	387.19
Insurance - Health Other	(0.48)	33.86	(29.22)
Insurance - Workers Comp	75.63	95.93	81.58
Employee Benefits - 401K	0.00	0.00	0.00
Total Payroll Taxes and Benefits	2,169.43	3,179.04	1,974.84
Total Gross Profit after Prime Costs	25,083.31	17,332.71	20,428.39
Other Controllable Expenses			
Payroll Services	299.40	299.40	299.39
Licenses & Permits	0.00	0.00	0.00
Uniforms	0.00	0.00	0.00
Employee Recognition	0.00	0.00	0.00
Restaurant Marketing	1,614.60	1,614.60	1,614.60
Postage & Delivery	0.00	0.00	0.00
Printing	0.00	0.00	0.00
Repairs & Maintenance - Restaurant	140.00	600.00	169.02
Cleaning Supplies	50.00	50.00	50.00
Office Supplies	150.00	150.00	150.00
Restaurant Supplies	650.00	650.00	650.00
Trash	500.00	500.00	500.00
Landscaping	180.00	180.00	180.00
Laundry	0.00	0.00	0.00
Exterminator	0.00	0.00	0.00
Utilities - Electric	1,900.00	1,900.00	1,900.00
Utilities - Gas	200.00	200.00	200.00

Ex. A
BUDGET

	US STAR 6	US STAR 6	US STAR 6
	Captain D's 365010	Captain D's 365011	Captain D's 365014
Utilities - Water/Sewer	250.00	250.00	250.00
Utilities - Computer & Internet	150.00	150.00	150.00
Utilities - Telephone	50.00	50.00	50.00
Security	0.00	0.00	0.00
Music Expense	0.00	0.00	0.00
Recruiting Expenses	55.00	55.00	55.00
Professional Fees	0.00	0.00	0.00
Meals	0.00	0.00	0.00
Travel - Meals and Entertainment	0.00	0.00	0.00
Travel - Parking	0.00	0.00	0.00
Travel - Vehicle	0.00	0.00	0.00
Hardware Maintenance	0.00	0.00	0.00
Software Maintenance	236.00	236.00	236.00
Donation Expense	0.00	0.00	0.00
Vendor Late Fees	0.00	0.00	0.00
Miscellaneous Expense	8.99	71.04	65.82
Commissions Expense	0.00	0.00	0.00
Catering Expense	0.00	0.00	0.00
Cash Over/Short	0.00	0.00	0.00
Total Other Controllable Expenses	6,433.99	6,956.04	6,519.83
Total Operating Profit	18,649.32	10,376.67	13,908.56
Occupancy Expenses			
Rent	3,886.16	5,732.07	5,183.79
Common Area Expenses	0.00	0.00	0.00
Insurance - Building	519.03	519.03	519.02
Property Taxes	786.46	963.30	283.90
Storage Rent	0.00	0.00	0.00
Total Occupancy Expenses	5,191.65	7,214.40	5,986.71
Non Controllable Expenses			
Bank Charges	0.00	0.00	0.00
Credit Card Charges	20.58	12.78	9.87
Equipment Lease	0.00	0.00	0.00
Royalty Fee	2,412.64	2,269.63	1,970.08
Marketing Fund Expenses	2,198.19	2,067.88	1,794.96
Management Fee Expense	3,338.38	3,148.49	2,762.44
Rental Income	0.00	0.00	0.00
Total Non Controllable Expenses	7,969.79	7,498.78	6,537.35
EBITDA	5,487.88	(4,336.51)	1,384.50
NET INCOME/(LOSS)	5,487.88	(4,336.51)	1,384.50

Ex. A
BUDGET

	US STAR 39	US STAR 39	US STAR 39	US STAR 39	US STAR 39	US STAR 39
	Newk's Eatery 1019	Newk's Eatery 1034	Newk's Eatery 1049	Newk's Eatery 1081	Newk's Eatery 1083	Newk's Eatery 1118
Revenue						
Sales - Food	134,885.31	137,420.39	83,908.23	94,714.68	129,579.62	125,343.55
Sales - Food Other	6,391.38	5,015.14	7,630.71	6,855.33	8,877.28	11,251.31
Sales - Non-Alcoholic Beverages	18,957.46	17,215.57	9,497.37	10,780.41	13,975.11	15,391.13
Sales - Catering	14,058.37	12,146.36	27,215.88	20,203.54	26,852.26	12,115.43
Sales - Other	0.00	0.00	0.00	0.00	0.00	0.00
Sales - Retail	60.00	0.00	0.00	75.00	5.00	125.00
Beverage Rebate Program	0.00	0.00	0.00	0.00	0.00	0.00
Total Revenue	174,352.52	171,797.46	128,252.19	132,628.96	179,289.27	164,226.42
Discounts						
Discounts & Voids	5,570.48	4,249.80	1,868.45	2,770.71	2,745.38	3,491.04
Total Discounts	5,570.48	4,249.80	1,868.45	2,770.71	2,745.38	3,491.04
Total Net Sales	168,782.04	167,547.66	126,383.74	129,858.25	176,543.89	160,735.38
Cost of Sales						
COGS - Bakery	4,321.32	4,082.62	3,956.80	3,467.97	4,776.90	3,864.60
COGS - Dairy	5,104.67	5,344.82	4,307.87	3,944.33	5,748.23	4,866.03
COGS - Food Other	(74.62)	280.94	(115.08)	(186.72)	64.64	(5.53)
COGS - Dessert	4,623.47	2,090.25	2,717.55	2,271.47	3,792.50	2,515.96
COGS - Grocery	6,602.12	7,636.69	5,258.48	6,628.12	5,495.38	6,419.85
COGS - Soup	6,302.58	4,044.11	2,729.21	2,549.63	3,340.15	4,225.06
COGS - Meat	3,501.91	4,906.73	3,482.45	3,522.85	4,993.96	4,701.75
COGS - Poultry	1,994.30	5,804.65	3,301.84	4,932.50	6,047.18	7,245.21
COGS - Produce	9,266.88	10,848.15	4,898.21	8,131.66	10,371.11	9,001.05
COGS - Seafood	1,055.88	2,795.31	2,079.42	2,084.25	3,186.42	2,635.38
COGS - Condiments	0.00	0.00	0.00	9.02	34.82	0.00
COGS - Non-Alcoholic Beverages	3,819.29	3,256.25	2,649.61	2,333.64	3,495.91	3,210.73
Total Cost of Sales	46,517.80	51,090.52	35,266.36	39,688.72	51,347.20	48,680.09
Total Gross Profit	122,264.24	116,457.14	91,117.38	90,169.53	125,196.69	112,055.29
Packaging						
COGS - Paper and Plastic	5,047.41	5,508.19	5,785.53	3,979.94	6,106.82	4,849.56
COGS - Catering Packaging	1,170.07	422.82	1,335.17	679.33	1,389.35	716.15
Total Packaging	6,217.48	5,931.01	7,120.70	4,659.27	7,496.17	5,565.71
Total Gross Profit after COGS and Packaging	116,046.76	110,526.13	83,996.68	85,510.26	117,700.52	106,489.58

Ex. A
BUDGET

	US STAR 39	US STAR 39	US STAR 39	US STAR 39	US STAR 39	US STAR 39
	Newk's Eatery 1019	Newk's Eatery 1034	Newk's Eatery 1049	Newk's Eatery 1081	Newk's Eatery 1083	Newk's Eatery 1118
Labor and Benefits						
Payroll - Hourly	28,384.07	26,194.56	22,355.09	22,550.95	38,846.43	31,856.94
Payroll - Overtime	0.00	2,190.26	1,943.31	1,059.07	663.57	260.98
Payroll - Training	209.13	208.18	218.18	209.13	190.55	209.13
Total Associate Payroll	28,593.20	28,593.00	24,516.58	23,819.15	39,700.55	32,327.05
Payroll - Manager	12,423.09	14,206.16	10,153.86	11,846.17	10,557.72	7,487.17
Payroll - Manager Bonus	3,095.35	2,540.45	0.00	0.00	0.00	1,347.48
Total Management Payroll	15,518.44	16,746.61	10,153.86	11,846.17	10,557.72	8,834.65
Payroll Taxes - Federal & FICA	3,435.25	3,817.71	3,216.26	3,196.34	3,293.89	3,325.27
Payroll Taxes - FUTA	191.18	200.14	168.72	207.67	231.80	223.04
Payroll Taxes - STUI	856.06	892.59	750.32	930.47	1,039.14	1,000.00
Payroll Taxes - Other	0.00	0.00	0.00	0.00	0.00	0.00
Insurance - Health	2,677.46	3,583.60	1,070.98	986.46	986.46	986.46
Insurance - Health Other	(681.23)	(615.09)	(96.24)	(162.01)	(253.65)	(297.96)
Insurance - Workers Comp	366.22	403.81	332.02	326.16	501.25	340.90
Employee Benefits - 401K	0.00	0.00	0.00	0.00	0.00	0.00
Total Payroll Taxes and Benefits	6,844.94	8,282.76	5,442.06	5,485.09	5,798.89	5,577.71
Total Gross Profit after Prime Costs	65,090.18	56,903.76	43,884.18	44,359.85	61,643.36	59,750.17
Other Controllable Expenses						
Payroll Services	581.49	581.49	846.86	717.83	581.49	622.55
Licenses & Permits	0.00	0.00	(256.00)	0.00	0.00	0.00
Uniforms	177.90	297.53	568.36	353.68	436.47	16.01
Employee Recognition	468.57	468.57	468.57	468.57	468.58	468.58
Restaurant Marketing	0.00	0.00	0.00	0.00	0.00	0.00
Postage & Delivery	0.00	0.00	0.00	0.00	0.00	0.00
Printing	172.30	0.00	0.00	0.00	0.00	0.00
Repairs & Maintenance - Restaurant	263.85	64.22	600.00	323.03	200.63	827.25
Cleaning Supplies	50.00	50.00	50.00	50.00	50.00	50.00
Office Supplies	150.00	150.00	150.00	150.00	150.00	150.00
Restaurant Supplies	650.00	650.00	650.00	650.00	650.00	650.00
Trash	500.00	500.00	500.00	500.00	500.00	500.00
Landscaping	180.00	180.00	180.00	180.00	180.00	180.00
Laundry	77.80	0.00	61.14	0.00	77.96	0.00
Exterminator	0.00	0.00	0.00	0.00	0.00	0.00
Utilities - Electric	3,500.00	3,500.00	3,500.00	3,500.00	3,500.00	3,500.00
Utilities - Gas	200.00	200.00	200.00	200.00	200.00	200.00

Ex. A
BUDGET

	US STAR 39	US STAR 39	US STAR 39	US STAR 39	US STAR 39	US STAR 39
	Newk's Eatery 1019	Newk's Eatery 1034	Newk's Eatery 1049	Newk's Eatery 1081	Newk's Eatery 1083	Newk's Eatery 1118
Utilities - Water/Sewer	250.00	250.00	250.00	250.00	250.00	250.00
Utilities - Computer & Internet	150.00	150.00	150.00	150.00	150.00	150.00
Utilities - Telephone	50.00	50.00	50.00	50.00	50.00	50.00
Security	0.00	0.00	123.90	0.00	0.00	132.59
Music Expense	0.00	0.00	0.00	0.00	0.00	71.01
Recruiting Expenses	0.00	0.00	0.00	0.00	0.00	0.00
Professional Fees	0.00	0.00	0.00	0.00	136.00	0.00
Meals	0.00	0.00	0.00	0.00	0.00	0.00
Travel - Meals and Entertainment	0.00	321.50	0.00	0.00	138.74	25.48
Travel - Parking	463.36	325.00	1,520.01	1,210.00	1,240.00	455.00
Travel - Vehicle	(449.89)	(701.33)	(1,389.73)	(1,068.88)	(1,513.66)	(496.18)
Hardware Maintenance	937.33	288.18	809.11	791.61	1,380.56	1,592.72
Software Maintenance	0.00	0.00	0.00	0.00	0.00	0.00
Donation Expense	0.00	0.00	0.00	0.00	0.00	0.00
Vendor Late Fees	112.57	0.00	50.21	41.55	0.00	0.00
Miscellaneous Expense	0.00	0.00	8.18	(491.37)	(235.00)	0.00
Commissions Expense	0.00	0.00	0.00	0.00	0.00	0.00
Catering Expense	943.74	817.28	1,081.27	1,028.28	1,464.11	533.20
Cash Over/Short	0.00	0.00	0.00	0.00	0.00	0.00
Total Other Controllable Expenses	9,429.02	8,142.44	10,171.88	9,054.30	10,063.52	9,928.21
Total Operating Profit	55,661.16	48,761.32	33,712.30	35,305.55	51,579.84	49,821.96
Occupancy Expenses						
Rent	12,177.49	15,248.26	14,671.00	12,142.08	17,166.67	10,312.50
Common Area Expenses	(5,927.16)	0.00	0.00	1,989.00	0.00	2,475.96
Insurance - Building	884.44	884.44	884.44	972.44	884.44	1,099.83
Property Taxes	0.00	0.00	0.00	1,481.00	0.00	464.37
Storage Rent	0.00	0.00	0.00	0.00	0.00	0.00
Total Occupancy Expenses	7,134.77	16,132.70	15,555.44	16,584.52	18,051.11	14,352.66
Non Controllable Expenses						
Bank Charges	0.00	0.00	64.00	0.00	0.00	64.00
Credit Card Charges	3,665.83	3,825.75	2,937.39	3,315.87	4,386.56	3,482.10
Equipment Lease	118.04	0.00	0.00	0.00	117.50	0.00
Royalty Fee	8,712.96	8,377.38	6,065.88	6,492.90	8,827.19	8,036.77
Marketing Fund Expenses	2,613.88	2,513.21	1,819.76	1,947.87	2,648.15	2,411.02
Management Fee Expense	7,231.28	7,181.91	5,332.71	5,674.33	7,541.76	6,909.42
Rental Income	0.00	0.00	0.00	0.00	0.00	0.00
Total Non Controllable Expenses	22,341.99	21,898.25	16,219.74	17,430.97	23,521.16	20,903.31
EBITDA	26,184.40	10,730.37	1,937.12	1,290.06	10,007.57	14,565.99
NET INCOME/(LOSS)	26,184.40	10,730.37	1,937.12	1,290.06	10,007.57	14,565.99

CERTIFICATE OF SERVICE

This is to certify that on this date I filed the foregoing **EMERGENCY MOTION FOR ENTRY OF AN INTERIM ORDER AUTHORIZING USE OF CASH COLLATERAL** using the Court's CM/ECF system and served a true and correct copy upon the following parties by overnight mail, facsimile transmission, or electronic mail:

Office of the U.S. Trustee
362 Richard B. Russell Building
75 Ted Turner Drive, SW
Atlanta, Georgia 30303
USTP.Region21@usdoj.gov
ustpreion21.at.ecf@usdoj.gov

Dated: October 2, 2019.

/s/ William A. Rountree
William A. Rountree
Georgia State Bar No. 616503